

CONSTITUTION AND BYELAWS
OF
MAKERS LOCAL 256

CONSTITUTION

ARTICLE I

The name of the Corporation is Makers Local 256 (later referred to as the "Corporation"), a 501(c)(3) nonprofit organization incorporated under the laws of the state of Alabama.

ARTICLE II

Makers Local 256 is dedicated to preserving and promoting public interest in engineering and the sciences. Specifically, Makers Local 256 encourages and supports the creative and unorthodox application of engineering and the sciences.

ARTICLE III

This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law. Notwithstanding any other provision of this constitution, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

BYELAWS

ARTICLE I

Section 1. The Corporation shall be managed by the Board of Directors. The board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees.

Section 2. The Board shall have up to 20, but not fewer than 3 members. All of the directors shall be at least eighteen (18) years of age.

Section 3. No director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses

necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

Section 4. The term of office of each director shall be two years and until his or her successor has been appointed and qualified. There shall be no limit on the number of successive terms a person may server as director.

Section 5. Any director of the Corporation may resign at any time by giving his or her written resignation to the Chairman or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE II

Operating Procedures not specified in the Constitution and Byelaws are listed under the Makers Local 256 Codes document. All Codes may be created, altered, or removed with a super-majority vote of the Board. Proposals to add or edit Codes must be Seconded by another board member before a Call to Vote takes place.

ARTICLE III

The Constitution and Byelaws may be amended when necessary by unanimous vote of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In witness whereof, we have hereunto subscribed our names this _____ day
of _____ 2008